

RECORDATION NO. 27877-A FILED

JUN 02 '09 -12 09 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

June 2, 2009

Anne K. Quinlan Esquire
Acting Secretary
Surface Transportation Board
395 E Street S.W.
Washington D.C. 20423-0001

Re: RBSAF No. 98-034

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF No. 98-034), dated as of May 27, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease being filed with the Board under Recordation Number 27877.

The names and addresses of the parties to the enclosed document are:

Assignor: RBS Asset Finance Inc.
480 Jefferson Blvd.
Warwick RI 02886

Assignee: MB Financial Bank N.A.
800 W Madison St,
Chicago, IL 60607-2630

Anne K. Quinlan Esquire
June 2, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

8 pieces of maintenance of way equipment:

Racine	DAAC	Anchor Adjuster W/Cribber	DAC-002-06
Nordco	BAAM	Auto Anchor Machine	690036-06
Nordco	CXS-N	Auto Spiker	410695-06
JD - Westside	TCM-120C	Magnet Crane	FF120CX036015
Caterpillar	CMC-312C	Magnet Crane	CBA03706
Plasser	PTS-90	Dynamic Track Stabilizer	3284
Plasser	PTS-90	Dynamic Track Stabilizer	3285
Plasser	PTS - 90	Dynamic Track Stabilizer	3265

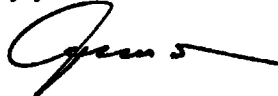
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF No. 98-034).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours



Robert W. Alvord

RWA/sem
Enclosures

RECORDING NO. 27877-A
JUN 02 '09 12:00 PM
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

This Memorandum of Lease Assignment, dated as of May 27, 2009, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and MB Financial Bank, N.A., a national banking association ("Assignee").

Pursuant to that certain Master Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 034 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By Soula Perakis

Name Soula Perakis
Assistant Vice President

Title: _____

MB FINANCIAL BANK, N.A., Assignee

By B. J. Field
BURTON FIELD
PRESIDENT

Name _____
Title President

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Saula Peralta its AVP, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 24th day of May, 2009.

Misty Watte
Notary Public



State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared MB Financial Bank, a national banking association (the "Association"), by Burton Field, its Lease Banking President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Association, and the free act and deed of the Association.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at 27th, May, this _____ day of May, 2009.

Denise Ference
Notary Public
"OFFICIAL SEAL"
DENISE FERENCE
NOTARY PUBLIC STATE OF ILLINOIS
My Commission Expires 05/31/2009

EXHIBIT A
to
MEMORANDUM OF LEASE ASSIGNMENT

1. **Equipment Schedule:** Equipment Schedule No. 034.

2. **Initial Term:** The Initial Term of Equipment Schedule No. 034 is 84 months commencing as of February 1, 2007.

3. **Equipment:** The Equipment covered by Equipment Schedule No. 34 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	West Side	TCM-120C	Magnet Crane	FF120CX036015	X6000267
1	Plasser	PTS-90	Dynamic Track Stabilizer	3285	X8600061
1	Racine	DAAC	Anchor Adjuster w/Cribber	DAC-002-06	X0100486
1	Caterpillar	CMC-312C	Magnet Crane	CBA03706	X6000269
1	Nordco	BAAM	Auto Anchor Machine	690036-06	X0100489
1	Nordco	CXS-N	Auto Spiker	410695-06	X4400396

Equipment Location: 5324 E. Trent, Spokane, WA 99212 (Spokane County)

1	Plasser	PTS-90	Dynamic Track Stabilizer	3284	X8600060
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Equipment Location: 208 S. 3rd Street, Teague, TX 75860 (Freestone County)

1	Plasser	PTS-90	Dynamic Track Stabilizer	3265	X8600063
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

6/2/09



Robert W. Alvord